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Oggetto : TINEXTA - Communication pursuant to Art. 102: MANDATORY TOTAL TENDER OFFER FOR SHARES IN DEFENCE TECH HOLDING S.P.A. - THE ACQUISITION OF THE 40.09% S

*Testo del comunicato*

Vedi allegato



# TINEXTA

PRESS RELEASE

## FINALIZED THE PURCHASE OF 40.09% STAKE IN THE SHARE CAPITAL OF DEFENCE TECH HOLDING S.P.A. SOCIETÀ BENEFIT BY TINEXTA DEFENCE S.R.L.

## LAUNCH BY TINEXTA DEFENCE S.R.L. OF A MANDATORY TENDER OFFER ON ALL THE SHARES OF DEFENCE TECH HOLDING S.P.A. SOCIETÀ BENEFIT

**Rome, August 5, 2024.** Tinexta S.p.A. (“Tinexta”) leading provider of *Digital Trust, Cyber Security, and Business Innovation* services, following the press release of August 2, 2024, announces that today it has been completed the acquisition, by Tinexta Defence S.r.l. (the “Offeror”), company entirely owned by the same Tinexta, of a total of n. 10,240,064 shares of Defence Tech Holding S.p.A. Società Benefit (“Defence Tech”), representing about 40.09% of its share capital (the “Relevant Participation”), from Ge.Da Europe S.r.l. and Comunimpresa S.r.l. (the “Selling Shareholders”), at a price of Euro 2.74 per share, following the exercise by the Offeror of the call option.

Following the completion of the acquisition of the Relevant Participation and for effect of the participation already held, the Offeror owns a total of no. 15,348,635 shares representing about 60.09% of the share capital of Defence Tech, and shall launch a mandatory tender offer (the “Mandatory Tender Offer” or the “Transaction”) on all the shares of Defence Tech pursuant to article 102 of the Legislative Decree no. 58 of 1998 (“TUF”), as well as pursuant to the relevant implementing provisions contained in Consob Regulation of Issuers no. 11971/1999 (the “Issuers’ Regulation”), and to article 106 paragraph 1 and 109 paragraph 1 of TUF, made applicable by a voluntary reference made by article 11 of Defence Tech’s bylaws, as per the communication published today pursuant to article 102, paragraph 1, of the TUF and of article 37 of the Issuers’ Regulation (the “102 Communication”).

The Tender Offer, being mandatory, concerns all the shares of Defence Tech less (i) no. 15,348,635 shares, representing 60.09% of the share capital of Defence Tech, already owned by the Offeror; as well as (ii) no. 3,713,650 shares, representing about 14.54% of the share capital of Defence Tech, owned by Starlife S.r.l. (“Starlife”), part acting in concert with the Offeror pursuant to article 101-bis, paragraph 4-bis, lett. a) of TUF. The Tender Offer therefore concerns a maximum amount of no. 6,480,572 shares of Defence Tech, representing 25.37% of the share capital of Defence Tech. It is specified, as better described in the 102 Communication, that on April 17, 2023, Starlife, Tinexta and the Offeror have entered into an investment agreement, under which Starlife committed to tendering no. 766,286 shares of Defence Tech, representing about 3% of its share capital to the Tender Offer and, following the last payment day of the shares object of the Tender Offer, to fully



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subscribe and pay – by conferring the outstanding participation (equal to 14.54%) owned in Defence Tech – a capital increase to be resolved by the Offeror' shareholders' meeting. The contribution in kind of such participation will be subject to the Golden Power clearance.

As stated in the press release of August 2, 2024, a price of Euro 3.15 will be recognized for each share of Defence Tech tendered to the Offer and will be entirely paid in cash on the day of payment of the Offer. The maximum disbursement in the event of full adherence to the Offer by all the shareholders of Defence Tech will amount to Euro **20.413.801,80[+]**. As announced in the 102 Communication, if the conditions are met, the Offeror does not intend to restore a sufficient free float to ensure the regular trading of the Defence Tech Shares and will therefore cause the delisting of the Defence Tech Shares from the multilateral trading system called Euronext Growth Milan, organized and managed by Borsa Italiana S.p.A..

Defence Tech is an industrial group incorporated on 2010 and operating in the design, implementation, integration and management of innovative technology serving Defence, Space and Cybersecurity. Furthermore, Defence Tech certifies the systems for the management of classified information, aimed at protecting the Italian critical infrastructures.

With this Transaction, Tinexta will further strengthen its position in the national cybersecurity market by acquiring a business unit dedicated to the world of Public Administration and expanding its current offering of infrastructure system integration services and advanced cybersecurity products.

## TINEXTA SpA

Tinexta is an industrial Group that offers innovative solutions for the digital transformation and growth of companies, professionals and institutions. Listed on the Euronext STAR Milan (MIC: MTAA), it is included in the European Tech Leader index as a high-growth tech company. Based in Italy and present in 12 countries from Europe to Latin America with over 2,500 employees, Tinexta is active in the strategic Digital Trust, Cyber Security and Business Innovation sectors. As at 31 December 2023, the Group reported consolidated revenues of € 395.8 million, Adjusted EBITDA of € 103.0 million and Net profit of € 69.9 million.

[tinexta.com](https://www.tinexta.com) | Stock ticker: TNXT, ISIN Code IT0005037210

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